

David W. Parham
State Bar No. 15459500
Elliot D. Schuler
State Bar No. 24033046
R. Adam Swick
State Bar No. 24051794
Baker & McKenzie
2300 Trammel Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

**ATTORNEYS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

SUPERIOR AIR PARTS, INC.

DEBTOR-IN POSSESSION.

§
§ Case No. 08-36705-BJH-11
§
§
§ CHAPTER 11
§

**APPLICATION FOR LAIN, FAULKNER & CO., P.C., FINANCIAL ADVISORS FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF
FEBRUARY 13, 2009 THROUGH APRIL 30, 2009**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN
RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES
BANKRUPTCY COURT AT 1100 COMMERCE STREET, DALLAS,
TEXAS 75242, BEFORE THE DATE WHICH IS TWENTY (20) DAYS
FROM THE DATE OF SERVICE HEREOF.**

**ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE
CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE
MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH
HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD
WITH NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY
REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE
UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING
THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.**

**APPLICATION FOR LAIN, FAULKNER & CO., P.C., FINANCIAL ADVISORS FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF ADMINISTRATIVE CLAIM
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF
FEBRUARY 13, 2009 THROUGH APRIL 30, 2009 – Page 1**

Pursuant to 11 U.S.C. §§ 327, 330 and 331, Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Retention Order (as defined below), and the Local Rules for the United States Bankruptcy Court for the Northern District of Texas, Lain Faulkner & Co. P.C. (“LFPC”), financial advisors for the Official Committee of Unsecured Creditors (the “Committee”), hereby applies (the “Application”) for an order allowing it the following compensation and reimbursement: (i) \$72,095.75 for the reasonable and necessary services LFPC has rendered to the Committee during the period from February 13, 2009 through April 30, 2009 (the “Application Period”); and (ii) reimbursement for the actual and necessary expenses that LFPC incurred in the amount of \$82.97 for the Application Period. In support of this Application, LFPC respectfully states as follows:

BACKGROUND

1. This case was commenced by the filing of a voluntary petition under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division on December 31, 2008 (the “Petition Date”). Since the Petition Date, the Debtor has continued to operate their businesses as a debtor in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

2. On or about January 29, 2009, the United States Trustee certified and appointed the Committee in accordance with Section 1102(a)(1) of the Bankruptcy Code. The members of the Committee, as amended, include (1) AVStar Aircraft Accessories, Inc., represented by Ronald J. Weaver, (2) Eck Industries, Inc., represented by Phil Eck, (3) KSPG Automotive Brazil LTDA, represented by Werner Wilhelm Albus and Valeria de Freitas Mesquita, (4) Hartford Aircraft Products represented by Jim Griffin, (5) Seal Science, Inc., represented by Piyush Kakar, and (6)

Zanzi, S.P.A., represented by Stefano Gazzola.

APPLICATION FOR LAIN, FAULKNER & CO., P.C., FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF FEBRUARY 13, 2009 THROUGH APRIL 30, 2009 – Page 2

STATUTORY BASIS FOR RELIEF REQUEST

3. On or about April 7, 2009, this Court entered a final order authorizing Lain Faulkner's employment as financial advisor for the Committee pursuant to Section 327(a) of the Bankruptcy Code *nunc pro tunc* to February 13, 2009 ("Retention Order"). A true and correct copy of the Retention Order is attached hereto as **Exhibit A**.

4. Lain Faulkner seeks allowance and payment of its fees and expenses pursuant to Sections 327, 330, 331, 503(b) and 507 of the Bankruptcy Code.

REASONABLE AND NECESSARY SERVICES RENDERED

5. This is the first interim application for compensation that LFPC has filed with the Bankruptcy Court in the Case, covering its fees and expenses for the period February 13, 2009 through April 30, 2009.

6. LFPC has acted as the Committee's financial advisor on all matters. During the Application Period, Lain Faulkner has provided the following professional services to the Committee:

- a. Due diligence review of the Debtor's business operations;
- b. Visits to the Debtor's office;
- c. Review of the Debtor's financial information;
- d. Prepare for and participate in weekly conference calls with Committee members for weekly updates;
- e. Review of case materials as per court docket;
- f. Regular correspondence with Committee counsel regarding plan process and related recoveries;
- g. Work with Committee in analyzing bids and calculating recoveries to creditors; and
- h. Assist Committee counsel in evaluating claims and allocation issues.

7. The services described above were essential to maximize the return to the estate. **Exhibit B** to this Application summarizes (i) the individuals that rendered services with their total hours billed and total compensation during the Application Period. The hourly rates shown on **Exhibit B** are LFPC's normal hourly rates for services of this type.

8. **Exhibit C** to this Application summarizes by project the services performed and the time incurred for each project.

9. A detailed itemization and description of the services that LFPC rendered during the Application Period are attached as **Exhibits D through H**. These exhibits (a) identify the individuals that rendered services; (b) describe each activity or service that each individual performed; and (c) state the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services.

ACTUAL AND NECESSARY EXPENSES

10. It is LFPC's policy to charge its clients for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also LFPC's policy to charge its clients only the amount actually incurred by LFPC in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, outgoing facsimile transmissions, airfare, meals and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate.

11. LFPC charges: (a) \$0.20 per page for standard duplication; and (b) \$0.20 per page for outgoing telecopier transmissions (plus any applicable long distance charges). LFPC does not charge its clients for incoming telecopier transmissions.

12. A summary of expenses by type, as well as a detailed itemization and description of the disbursements made by LFPC on the Committee's behalf during the Application Period is attached as **Exhibit I**. All of these disbursements comprise the requested sum for LFPC's out-of-pocket expenses and total \$82.97 for the Application Period.

13. Each of the expenses submitted for reimbursement were reasonable, necessary, fairly incurred and determined and should be allowed by this Court pursuant to Section 330 of the Bankruptcy Code, the Federal and Local Rules of Bankruptcy Procedure and the UST Guidelines.

14. Brief resumes of the personnel related to this Application are attached as **Exhibit J**.

EVALUATION STANDARDS

15. The Fifth Circuit Court of Appeals has enumerated a number of factors which should be considered in awarding compensation to professionals, such as LFPC, in a bankruptcy proceeding such as the instant one. See First Colonial Corp. V. American Benefit Life Insurance Company, 544 F.2d 1291 (Fifth Circ. 1977) Cert Denied, 431 U.S. 904 (1977). See Lawler V. Teofan, et al, 807 F.2d 1207 (Fifth Cir. 1987). See also 11 U.S.C. '330 and '331 (Compensation of Officers). Consideration of these factors follows:

A. **Time and Labor Required.** Since its appointment, LFPC has committed the necessary time and effort on behalf of the Committee. During the Application Period, a total of 224.90 hours were necessarily incurred by LFPC to enable the Committee to perform its statutory duties and fulfill its fiduciary obligations. The blended hourly rate of these hours is \$320.57.

B. **Novelty and Difficulty of the Questions.** LFPC represents to this Court that the accounting issues encountered in representing the Committee have been of a complex and

specialized nature, requiring a high degree of skill in order to obtain results beneficial to the estate.

C. **Skill Requisite to Perform the Services Properly.** LFPC is skilled in the field of bankruptcy accounting and reporting, as well as tax accounting and business consulting. Its abilities in this area are well known and enable it to represent debtors, trustees, and committees effectively and efficiently in bankruptcy proceedings such as the instant one.

D. **Preclusion of Other Employment.** LFPC is unable to precisely estimate the extent to which it has been precluded from accepting other employment by reason of its employment as Financial Advisor for the Committee herein. LFPC has found it necessary on occasions to reschedule and, in some instances forego, work on other matters because of the concentrated efforts necessary to respond to the needs of the Committee, the creditors, parties-in-interest or the attorneys involved in this case.

E. **Customary Fees.** The compensation sought by LFPC in this case is consistent with the fees customarily charged by LFPC for the type of work performed for typical clients on a monthly billing and collection basis.

F. **Whether the Fee is Fixed or Contingent.** The fees are neither fixed nor contingent and are subject to this Court=s approval. They are based upon actual hours worked, plus actual costs incurred.

G. **Time Limitations.** During the Application Period, this case has taken 224.90 hours of LFPC=s time. Due to the nature of this case and the necessity for expeditious action, time constraints were, at times, imposed on LFPC.

H. **Amount Involved and Results Obtained.** LFPC=s work in assisting the

Committee with the due diligence review, updates for the Committee, recovery
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calculations, bid analysis and claims evaluation have provided benefit to the Committee in fulfilling its fiduciary obligations.

I. **Experience, Reputation and Ability of LFPC.** LFPC submits that its accountants and other staff personnel are respected for their ability in accounting services, particularly in regard to accounting in bankruptcy situations. LFPC has been retained by numerous debtors-in-possession, trustees and committees in various Chapter 11 and Chapter 7 proceedings.

J. **Undesirability of the Case.** This case was not considered by LFPC to be undesirable.

K. **Professional Relationship with the Debtor.** LFPC had no previous relationship with the Debtor.

L. **Awards in Similar Cases.** The compensation sought herein is consistent with that awarded in other cases pending before this Court.

REPRESENTATIONS

16. Although every effort has been made to include all fees and expenses incurred in the Application Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Application Period. LFPC reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

SUMMARY

WHEREFORE, LFPC respectfully requests that this Court enter an interim order: (a) approving fees incurred during the Application Period in the amount of \$72,095.75 for

reasonable and necessary professional services rendered by LFPC; (b) approving expenses of \$82.97 for actual and necessary costs incurred by LFPC during the Application Period; (c) that such fees and expenses be paid as administrative expenses of the estate; and (d) granting such other and further relief as this Court may deem just and proper.

DATED: May 26, 2009
Dallas, Texas

Respectfully submitted,

BAKER & McKENZIE

By: /s/ Elliot D. Schuler

David W. Parham
State Bar No. 15459500
Elliot D. Schuler
State Bar No. 24033046
R. Adam Swick
State Bar No. 24051794

2300 Trammell Crow Center
2001 Ross Avenue
Dallas, Texas 75201
Telephone: (214) 978-3000
Facsimile: (214) 978-3099

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CERTIFICATE OF SERVICE

On this the 26th day of May 2009, the undersigned attorney hereby certifies that he caused a true and correct copy of the foregoing Application to be served upon the persons or entities through the Court's ECF system and via United States mail, first-class postage pre-paid and properly addressed upon those identified below and those indicated as not receiving electronic notice on the ECF Receipt. Copies of the Exhibits may be reviewed through Pacer or by requesting them from Baker & McKenzie LLP.

Stephen Roberts STRASBURGER & PRICE, LLP 600 Congress Avenue, Suite 1600 Austin, Texas 78701	Mary Frances Durham Trial Attorney for the Office of the United States Trustee 1100 Commerce Street, Room 976 Dallas, TX 75242
Charles B. Dedmon 5706 Hagen Court Dallas, Texas 75252	Ronald J. Weaver AVStar Aircraft Accessories, Inc. 1365 Park Lane South Jupiter, Florida 33458
Phil Eck Eck Industries 1602 North 8 th Street Manitowoc, Wisconsin 54221-0967	Werner Wilhelm Albus Valeria de Freitas Mesquita Rodovia Arnaldo Julio Mauerbrut, n. 4000- Distrito Industrial 01 Nova Odessa – SP Brasil Caixa Postal 91

/s/ Elliot D. Schuler

Elliot D. Schuler